



# HORIZON

## PCS

# Forward-Looking Statements

*Statements made by us today will include forward-looking statements, such as the Company's or Management's intentions, hopes, beliefs, expectations or predictions of, and assumptions about, the future. It is important to note that the Company's actual results could differ materially from such forward-looking statements, and from past results. Our forward-looking statements and business are subject to risk factors, including, among other things, (i) changes in industry conditions created by the Telecommunications Act and related state and federal legislation and regulations; (ii) recovery of the substantial costs which will result from the implementation and expansion of our business; (iii) retention of our existing customer base and our ability to attract new customers; (iv) rapid changes in technology; and (v) actions of our competitors. Additional information on these and other risks is contained in the Company's filings with the SEC, including the "Risk Factors" section, thereof. Copies will be made available free of charge upon request.*



# Business Overview

**Bill McKell**

*President & Chief Executive Officer*

# Investment Highlights

## Sprint PCS

### Attractive markets with 10.2 million POPs

- Adjacent to Sprint PCS markets with 59 million POPs

### High capacity, spectrum efficient network

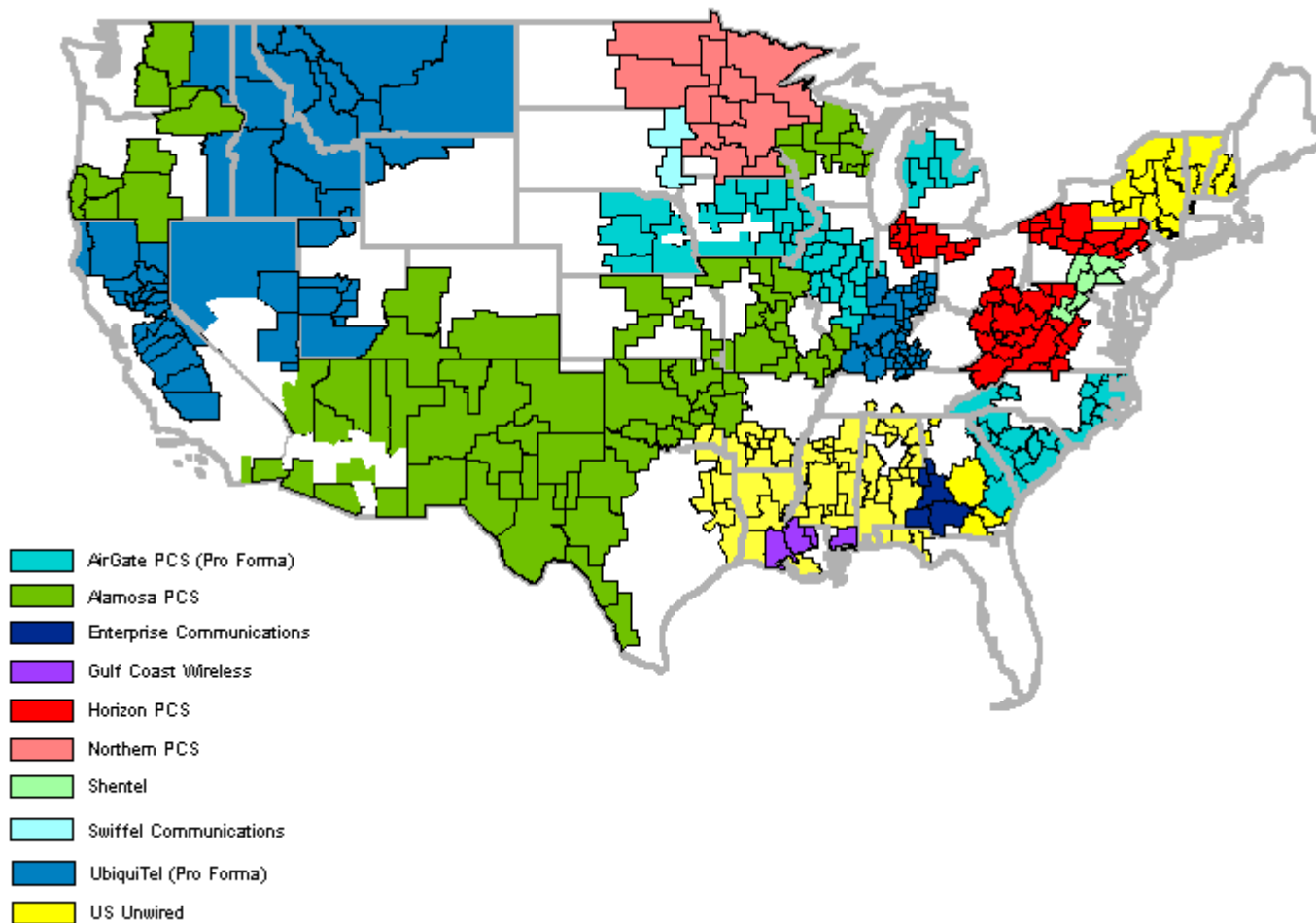
### Outstanding industry fundamentals

### Successful execution of growth strategy

- 6.9 million covered POPs at December 31, 2001
- 194,135 subscribers at December 31, 2001
- CEO, CFO and COO with 42 years of industry experience

### Fully financed business plan

# Sprint PCS Affiliate Program – Nationwide Footprint



# Sprint PCS Advantage

50 year affiliation agreement

Sprint PCS products, services and pricing plans

Sprint PCS national brand and advertising support

Proven back office services

National third party distribution – over 500 storefronts  
(RadioShack, Kmart, Best Buy, Target)

Access to Sprint PCS Wireless Web

Digital leader in industry

Substantial network and subscriber equipment discounts

amazon.com.

CNN.com.

AMERICA  
Online.

info  
Space

YAHOO!  
MAPQUEST

weather.com

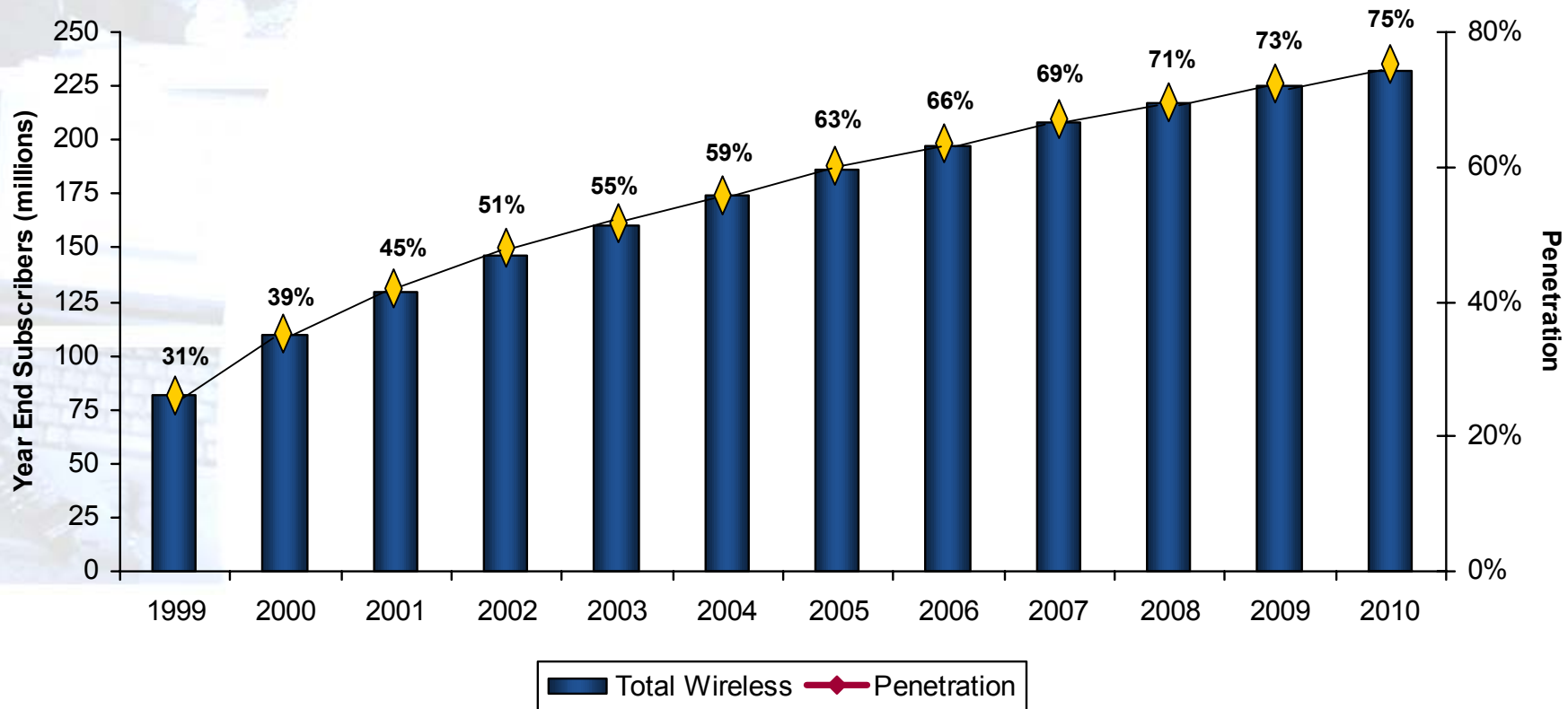
FOX  
SPORTS

Bloomberg  
.com



# Outstanding Industry Fundamentals

Wireless penetration is expected to grow from 45% at 2001E to 75% in 2010



Source: CSFB Wireless Sector Review (January 2002)



# The Company



# Year 2001 Accomplishments

**Early June 2001: completed conversion of subscribers from Sprint PCS Type 3 platform to Sprint PCS Type 2 platform**

**Early June 2001: enrolled our 100,000th subscriber**

**August 2001: amended agreement with NTELOS**

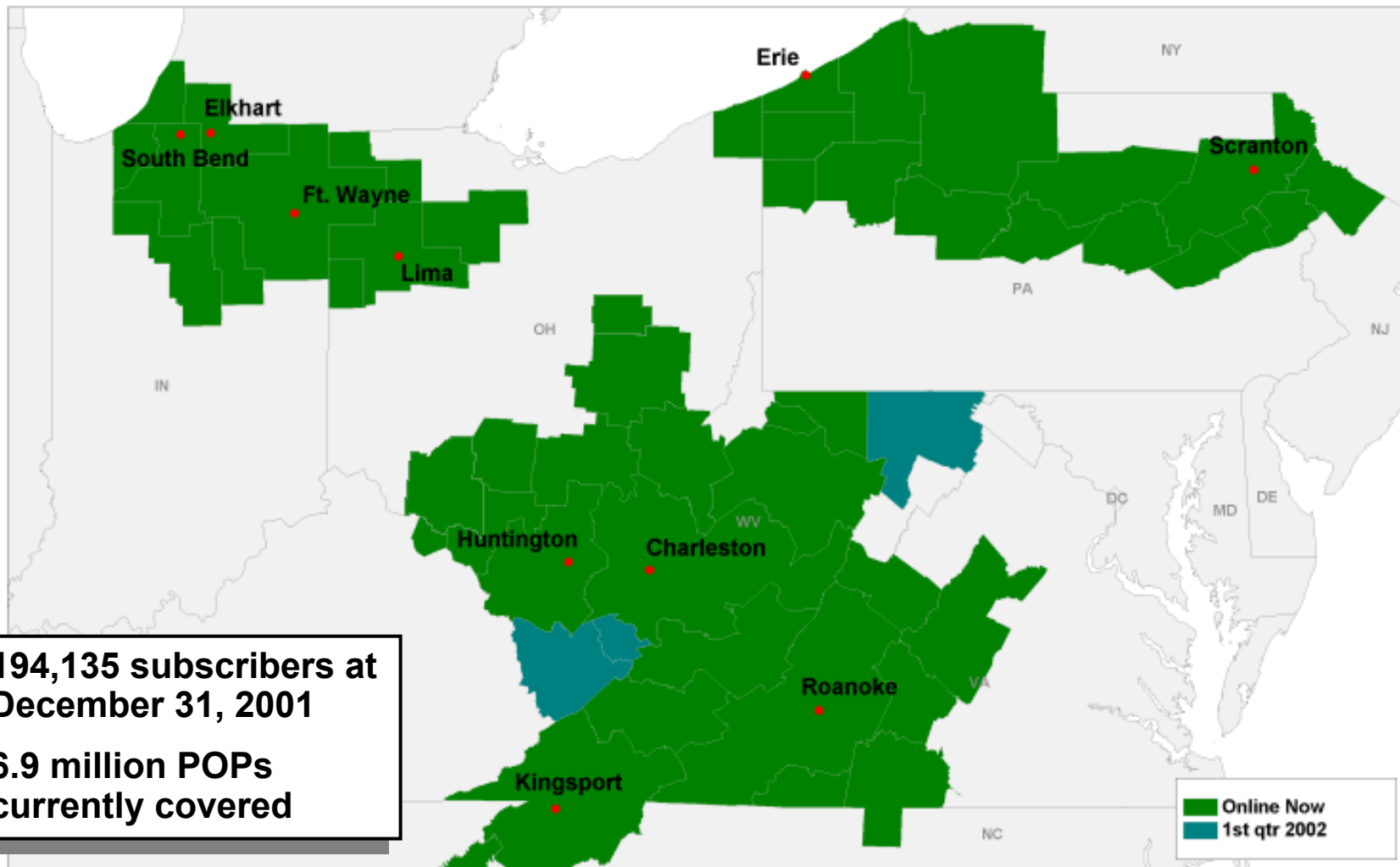
**Network build-out under original plan complete (6.9 million planned covered POPs)**

**Launched PA markets within 15 months – rapid time to market**

**Increased retail stores count from 16 to 38 in 2001**

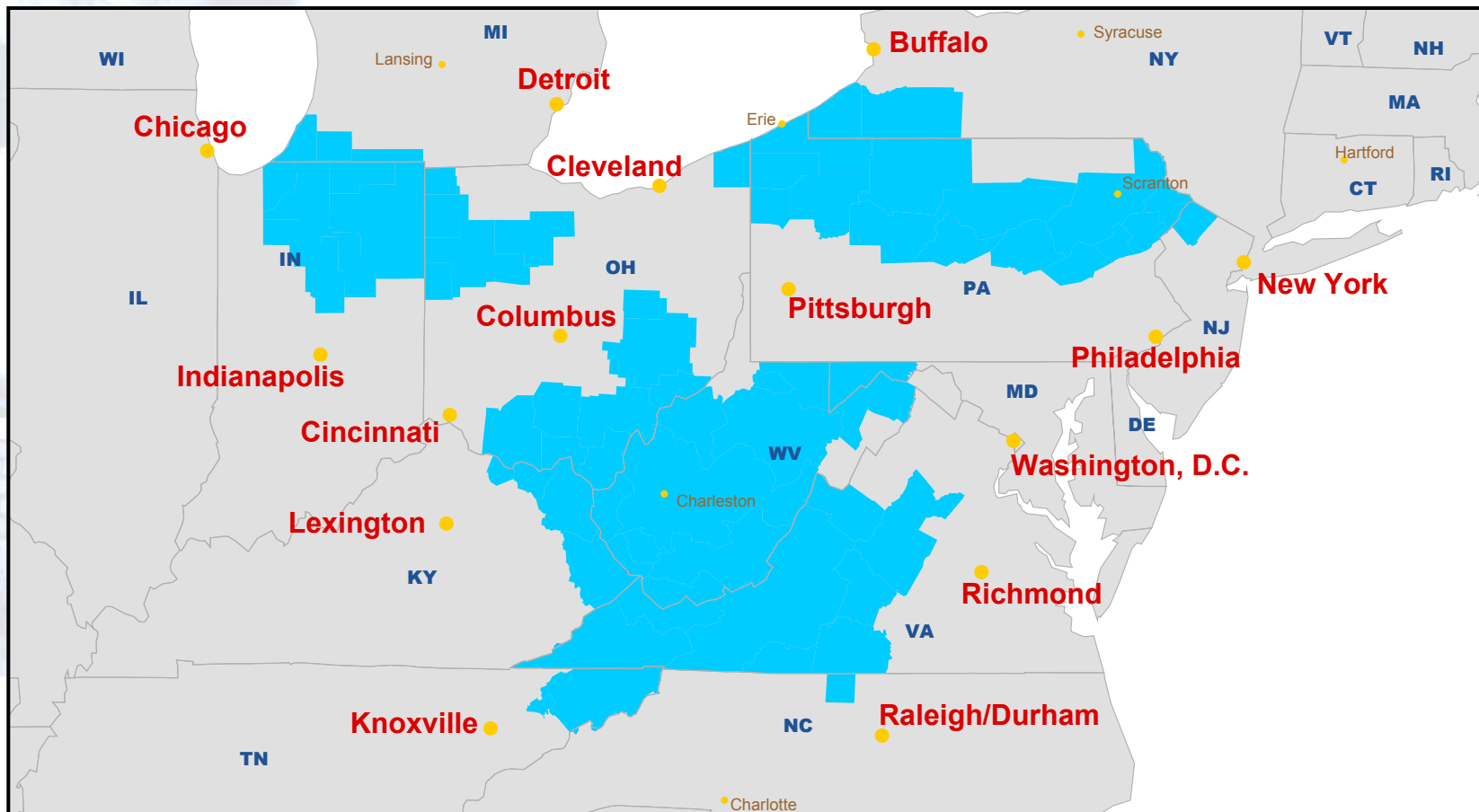
**December 2001: private placement of \$175 million of 13 ¾% senior notes due 2011**

# Horizon PCS' Markets



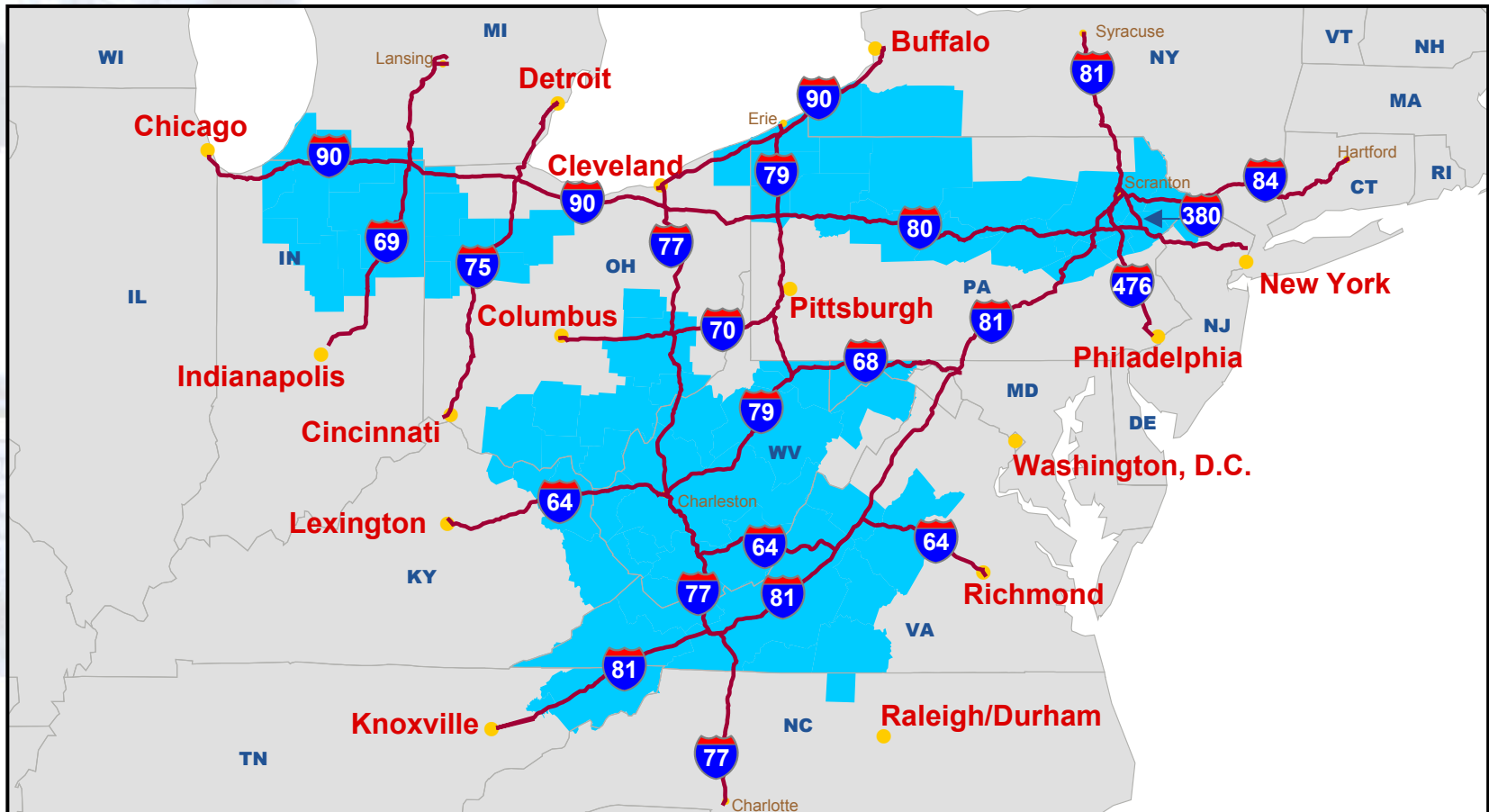
# Numerous Adjacent Sprint PCS Markets

Connects 15 Sprint PCS markets with over 59 million POPs



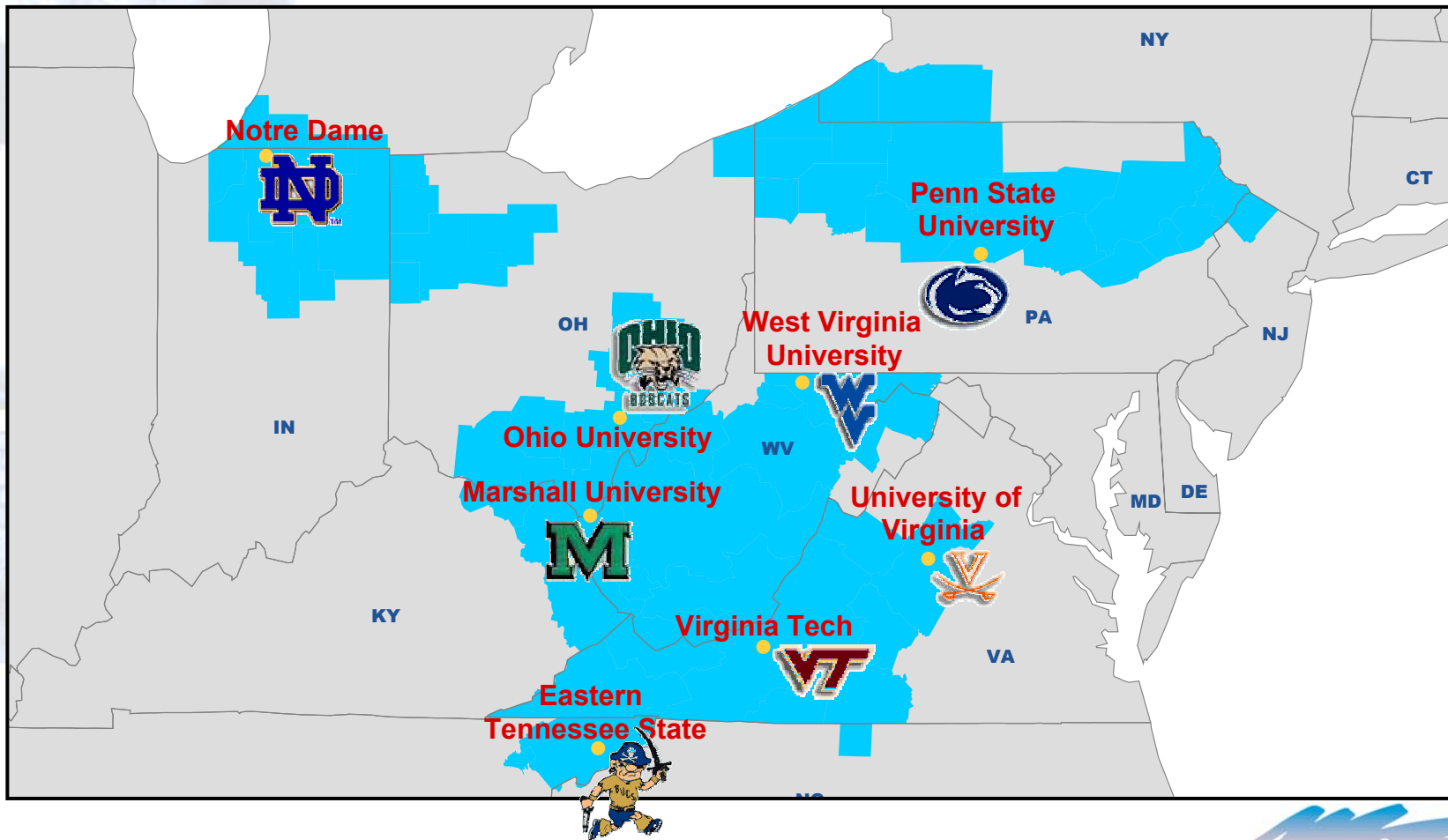
# Significant Connectivity – Chicago to New York

More than 2,600 interstate miles



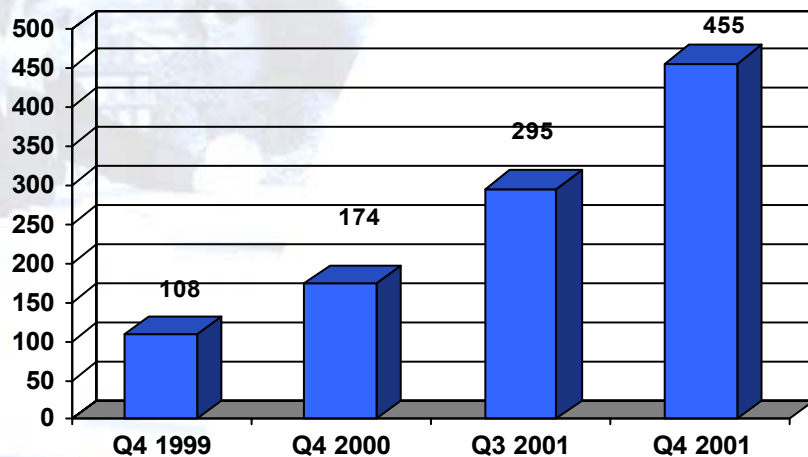
# Major Universities in Our Territory

Over 240,000 students attending 60 four-year schools

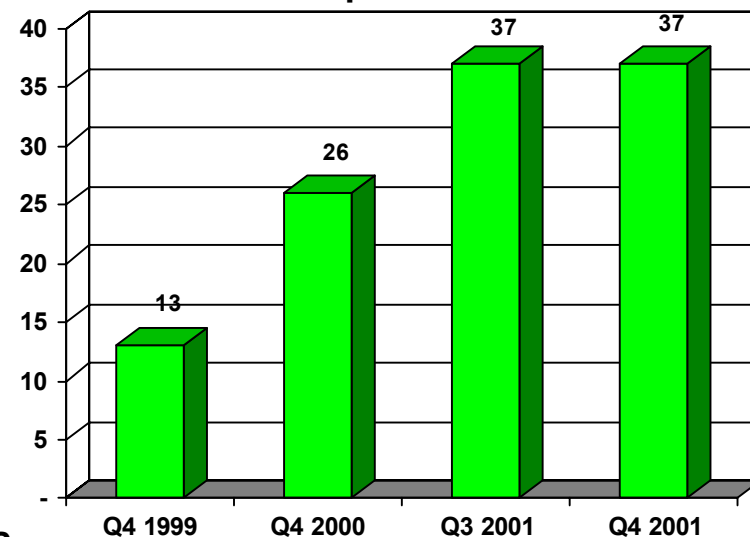


# Expanding Distribution Channels

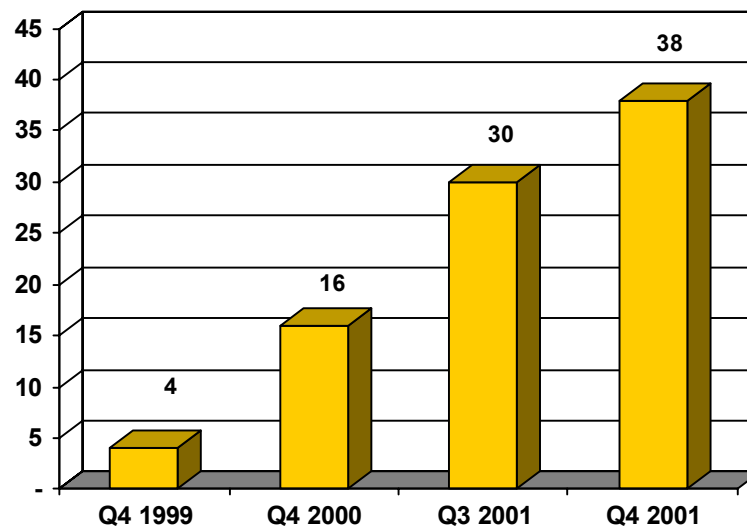
## National Third Parties



## B2B Representatives

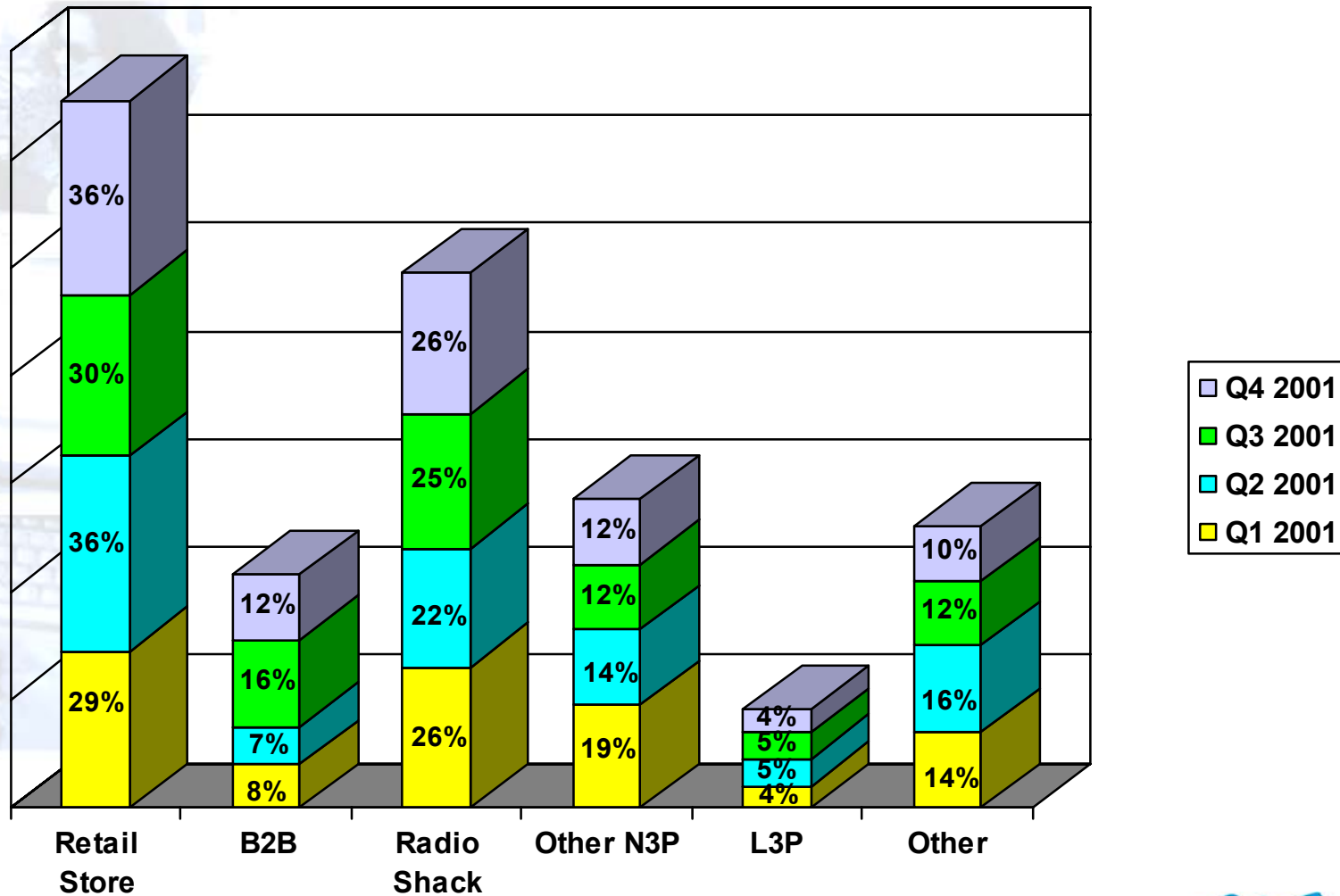


## Retail Stores





# Sales Distribution Mix



# The Next Step: 3G

**Sprint PCS and the Sprint affiliates will deploy 3G in a number of test markets in 1Q02 for launch commercially nationwide by mid-2002**

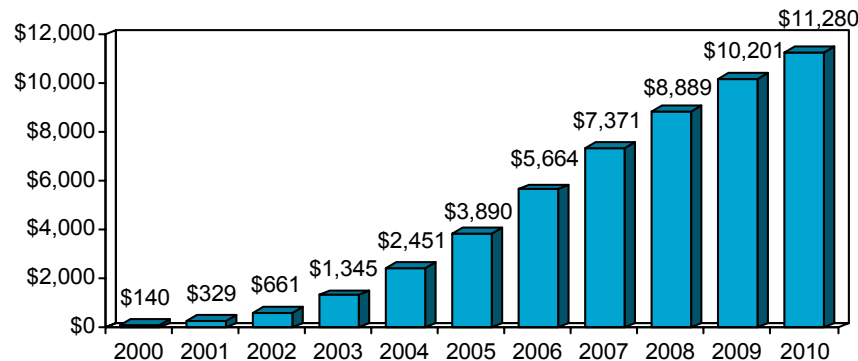
	2001	2002	2003	2004
CDMA	<b>3G 1x</b> 144 kbps                      288 kbps <10% of 2G Capex		<b>3G 1x-EV DO</b> 2.4 Mbps <10% of 2G Capex	<b>3G 1x-EV DV</b> 3-5 Mbps <10% of 2G Capex
GSM / TDMA	<b>GSM/GPRS</b> 115 kbps 28% of 2G Capex	<b>EDGE</b> 384 kbps 51% of 2G Capex	<b>W-CDMA</b> 2 Mbps 90% of 2G Capex	?

Source: Sprint PCS

Source: Yankee Group

# Wireless Data Opportunity

**Wireless Data Revenue**  
(\$ in millions)



Source: CSFB Wireless Sector Review (January 2002)

## Consumer applications:

**Web browsing   E-mail**  
**Messaging   M-Commerce**  
**Games & Entertainment**

## Business applications:

**Intranet access   Wireless B2B**  
**File Transfer   Database access**  
**Messaging   Web browsing**  
**E-mail**

# Competitive Landscape

	Horizon PCS	ALLTEL	AT&T	Verizon	Nextel
Well-established national brand	✓		✓	✓	✓
Unified national network	✓		✓	✓	✓
Scale economies	✓		✓	✓	✓
Consumer orientation	✓	✓	✓	✓	
All digital network	✓				✓
Technology/protocol	CDMA	Mix	TDMA	Mix	ESMR

**Horizon PCS was the first or second PCS provider in the majority of our markets**

# Proven Management Team

Name	Position	Prior Telecom Experience	Years
Bill McKell	President & CEO	Horizon Personal Communications Chillicothe Telephone	14
Pete Holland	CFO	E&Y Telecom Group Nextel Communications	14
Alan Morse	COO	TelePacific Communications Sprint PCS Nextel Communications	14

# Growth Strategy

## **Shift in focus from build-out to sales**

- Rapidly complete build-out of high capacity network
- Continue to increase our customer base

## **Become leading wireless provider in our territories**

- Leverage Sprint PCS relationship
- Benefit from Sprint PCS marketing and advertising in contiguous markets
- Execute local marketing strategy, including opening new retail stores and capitalizing on Sprint Local Telephone opportunities

## **Explore strategic options to expand our territory and add new services**

- Increase our licensed POPs territory

## **Manage CPGA and other costs to achieve profitable EBITDA by third quarter 2003**





# Financial Overview

**Pete Holland**

*Chief Financial Officer*

# Business Evolution

**Q4 2000**

**Q4 2001**

**5.1 million**

**Covered POPs**

**6.9 million**

**654**

**Cell Sites**

**1,085**

**66,447**

**Subscribers**

**194,135**

**2.4%**

**Annualized Incremental Penetration**

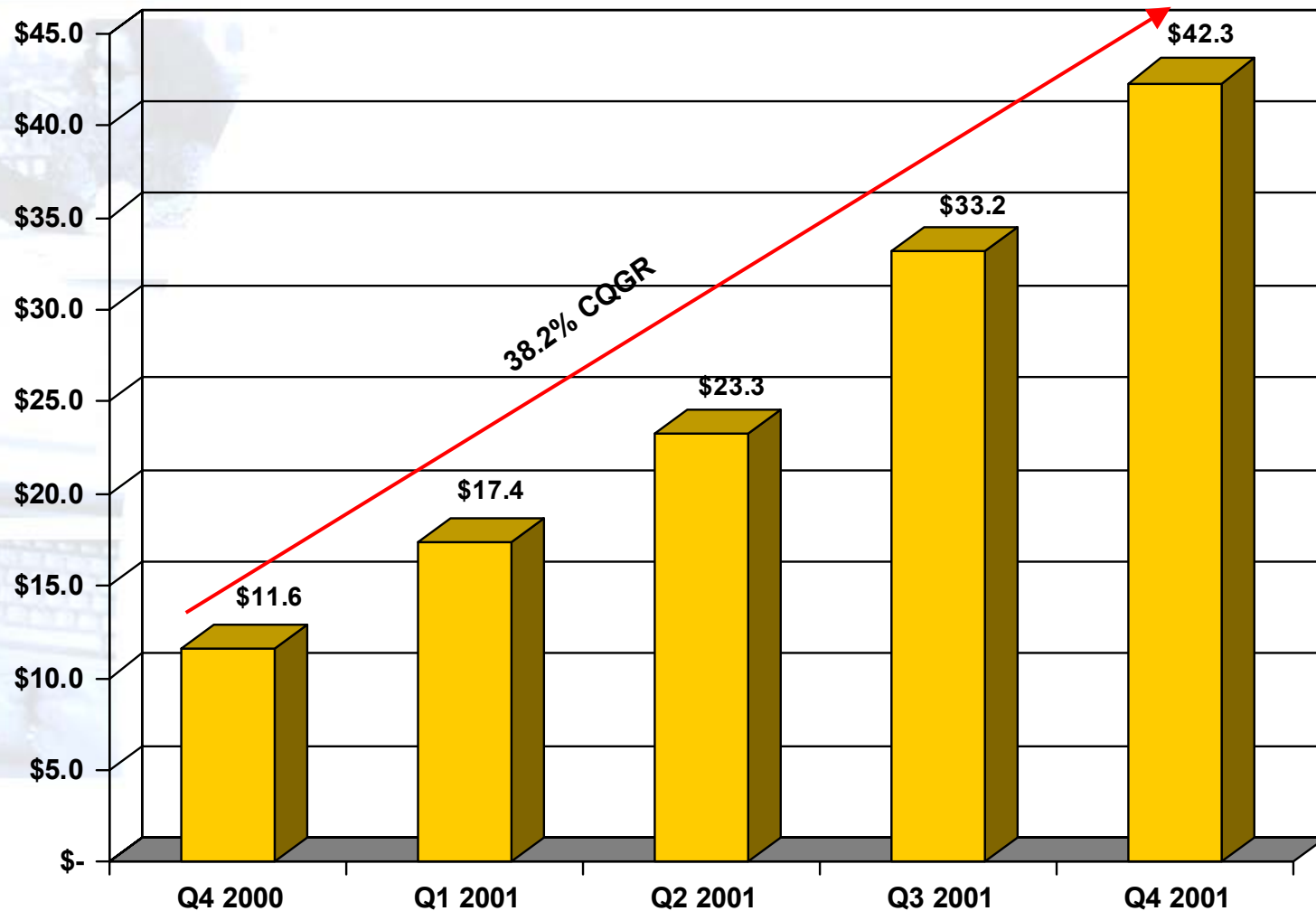
**2.8%**

**\$360**

**CPGA**

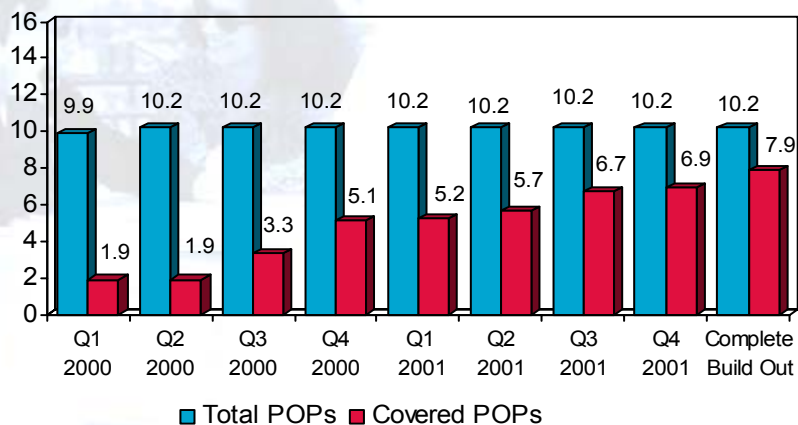
**\$340**

# Service Revenues

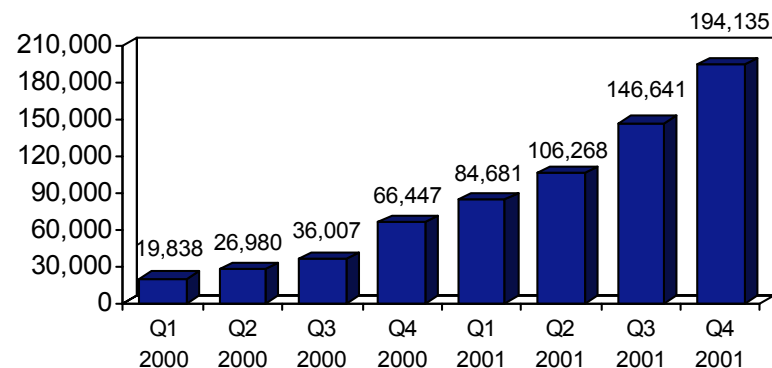


# Build-out / Subscriber Statistics

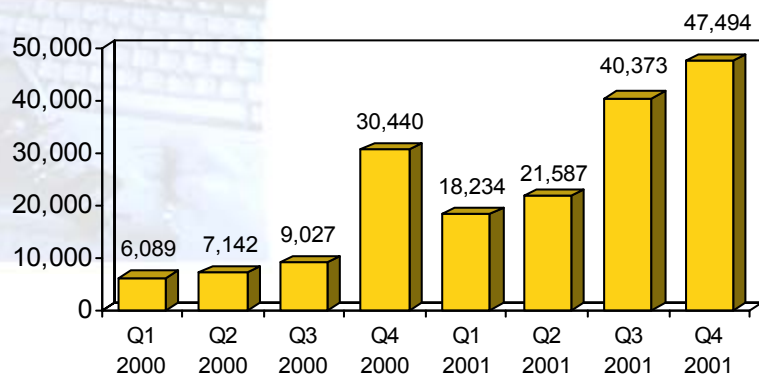
## Build-out Population Stats



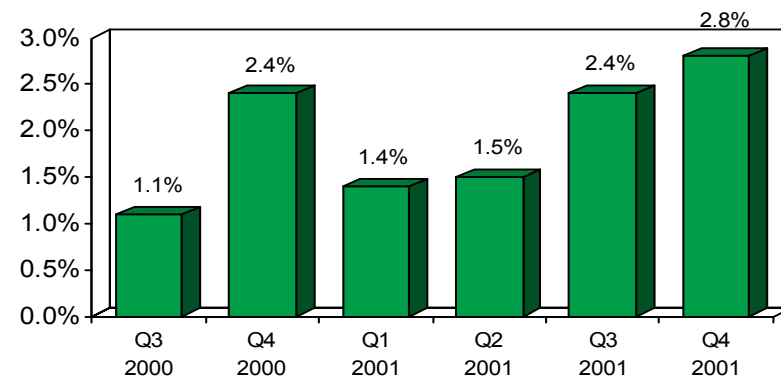
## Subscribers (EOP)



## Net Subscriber Additions

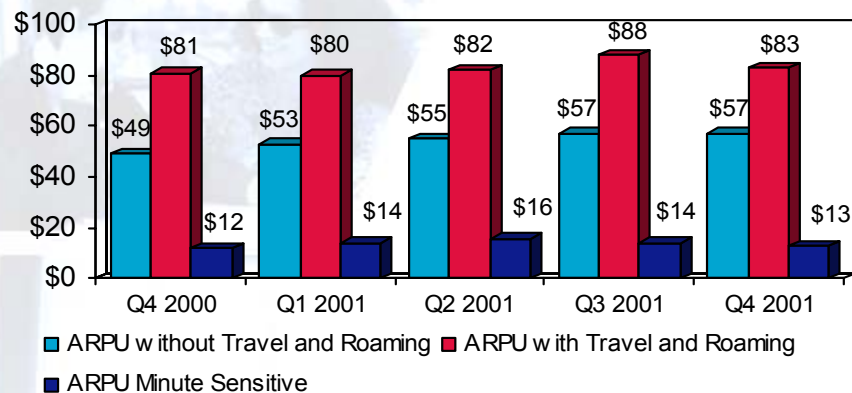


## Annualized Incremental Penetration

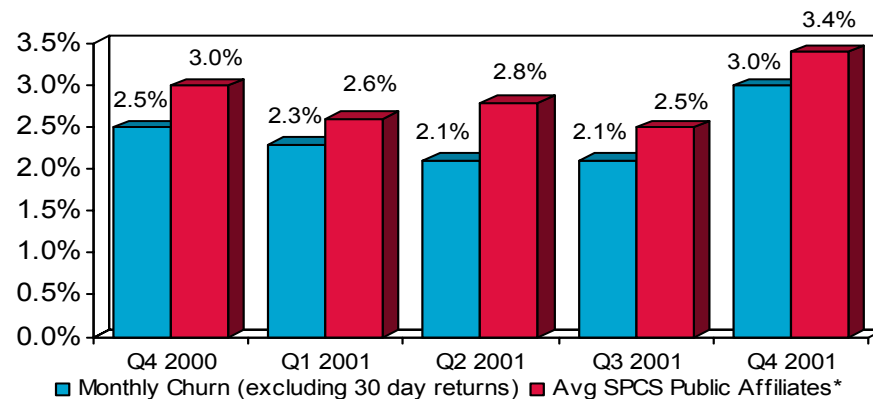


# Favorable Operating Metrics

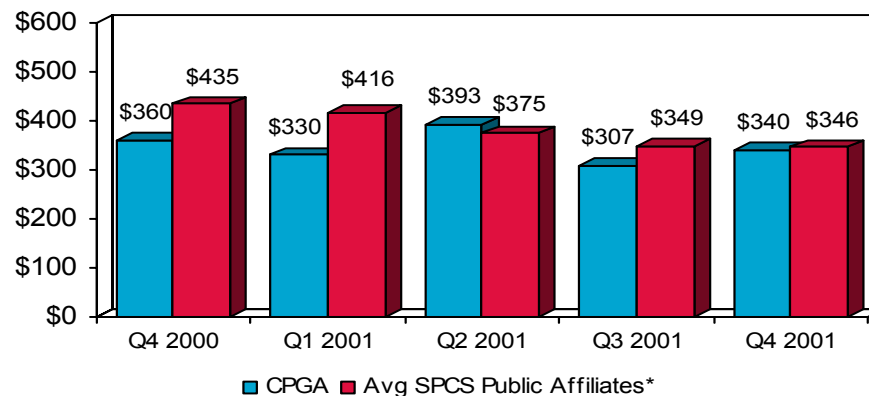
## ARPU Stats



## Churn Stats (excluding 30 day returns)

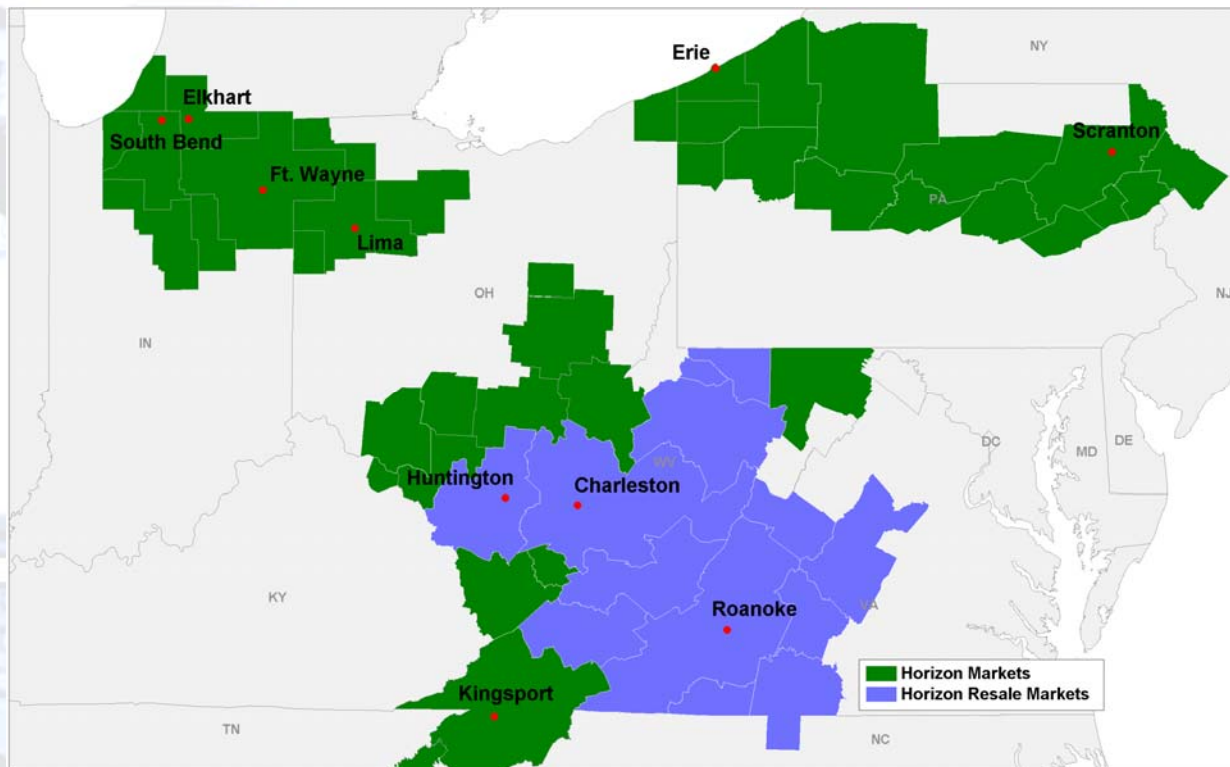


## CPGA



\* Comparisons to Sprint PCS affiliates are based on public information.

# NTELOS Relationship – Wholesale Services Agreement



The NTELOS relationship provides **2.9 million** of our total POPs and **1.8 million** of our covered POPs

At December 31, 2001, we had approximately **67,000** subscribers in these territories

The NTELOS relationship has enabled us to generate revenues earlier in selected markets while reducing capital expenditures and operating expenses up front



# Summary of NTELOS

## Amendment signed August 23, 2001

- 3G Implementation Plan
- Wholesale Pricing
  - Effective July 1, 2001 through December 31, 2003
  - MOUs under the monthly allowance range from 5-7 cents
  - MOUs over the allowance are at a rate of 3.5 cents down to 3.0 cents

# Key Operating and Growth Metrics

**Cover approximately 7.9 million POPs by end of 2002**

**Subscriber base of over 400,000 by middle of 2003**

**Penetrate approximately 5% of covered POPs by middle of 2003**

**Turn EBITDA positive by 3rd quarter 2003**

# Existing Financing

## Senior Secured Financing:

### **\$250 million**

- \$200 million remains available
- 375bp - 425bp over LIBOR
- Matures 2008 (Revolver, Term Loan A), 2009 (Term Loan B)

## Senior Discount Notes:

### **\$149.7 million gross proceeds (\$295 million face)**

- 14% coupon
- 2010 maturity
- Warrants
- 5 year HNC
- Cash pay after 5 years
- Caa1/CCC

## Convertible Preferred Stock:

### **\$126.5 million (Apollo Management)**

- Convertible at holder's option and automatically upon \$65 million Qualifying IPO or upon certain combination transactions
- 7.5% PIK, payable semi-annually
- September 2011 maturity

# Existing Financing (continued)

## Senior Notes:

**\$175.0 million gross proceeds (\$175 million face)**

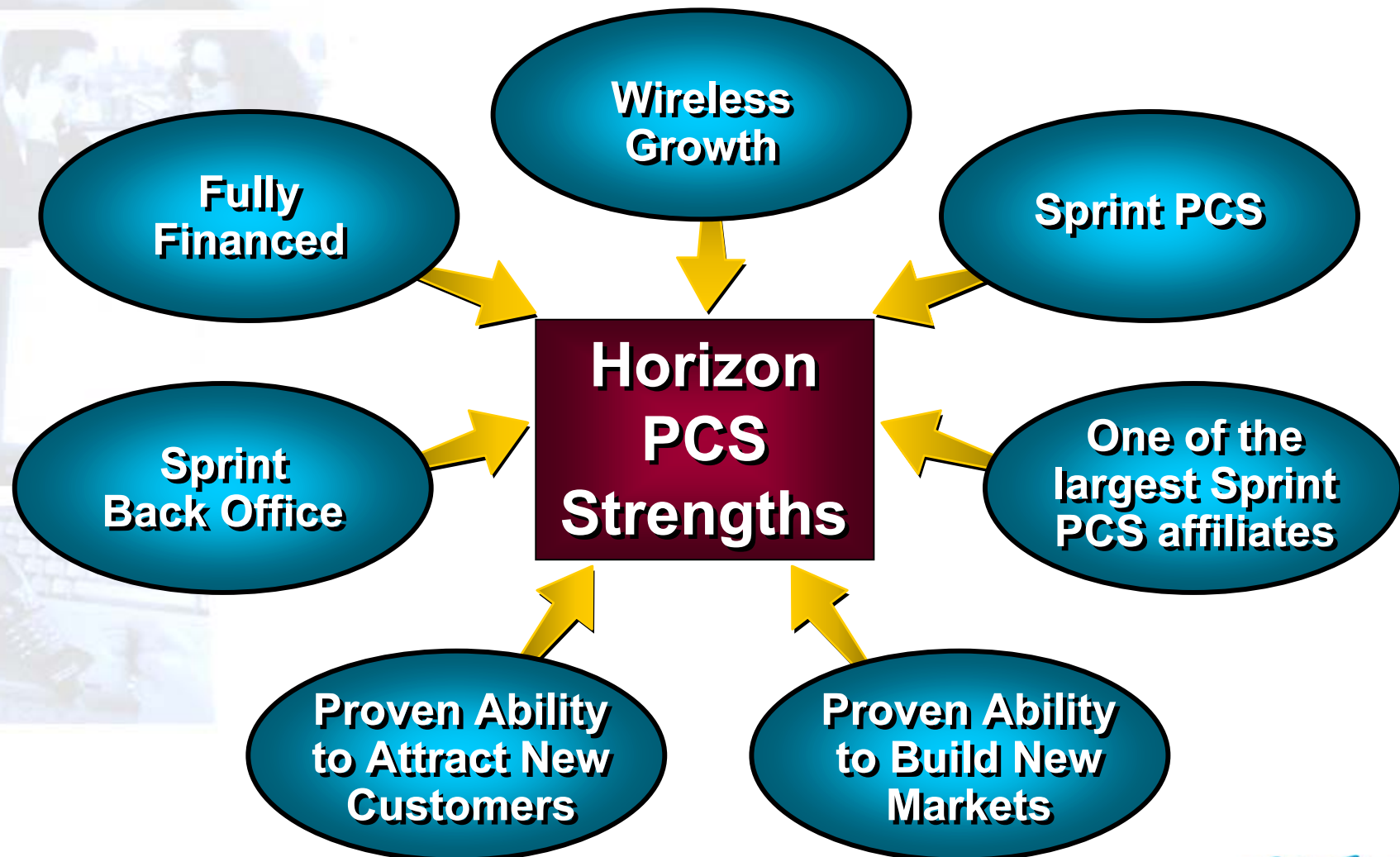
- 13.75% coupon
- 2011 maturity
- Caa1/CCC

# Strong Liquidity Position

## Substantial Sources of Liquidity

- \$173 million in cash at December 31, 2001, including \$49 million of restricted cash
- \$200 million available under our bank credit facility at December 31, 2001
- \$373 million total available at December 31, 2001

# Horizon PCS Strengths







# Summary

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*President & Chief Executive Officer*

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# Questions & Answers



# HORIZON

PCS

 **Sprint.**  
Sprint PCS® Network Partner